

Joseph D. Frank (JF-6085)  
Jeremy C. Kleinman (JK-0080)  
FRANK/GECKER LLP  
325 North LaSalle Street, Suite 625  
Chicago, Illinois 60610  
(312) 276-1400 – telephone  
(312) 276-0035 – facsimile

Counsel for Jones Lang LaSalle Americas, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	Case No. 05-44481 (RDD)
	)	(Jointly Administered)
Debtors.	)	

**JONES LANG LASALLE AMERICAS, INC.'S SECOND  
INTERIM APPLICATION FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES PURSUANT TO 11 U.S.C. §§ 328, 330 AND 331**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Jones Lang LaSalle Americas, Inc. (“JLL”) submits this second interim application (the “Second Interim Application”), pursuant to 11 U.S.C. §§ 328, 330 and 331 and the First, Second, Third and Fourth Orders Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Orders”), for (i) allowance of compensation in the amount of \$226,598.36 for professional services performed as the real estate administrative and transaction services provider to Delphi Corporation and its related Debtor entities (collectively, the “Debtors”) during the period of February 1, 2006 through May 31, 2006 (the “Application Period”) and reimbursement of expenses in the amount of \$11,066.58 incurred in connection therewith, and (ii) payment of the



amount of \$102,701.26 remaining after application of all monthly interim compensation and expense reimbursement received to date.

1. This Court has jurisdiction over this Second Interim Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B) and (M).

2. Venue of these cases and this Second Interim Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 105(a), 328 330 and 331 and Fed. R. Bankr. P. 2016.

### **BACKGROUND**

4. On October 8, 2005 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (11 U.S.C. §§ 101 *et seq.*) (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York.

5. The Debtors continue to manage their property and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

6. On November 9, 2005, the Debtors filed the Application for Order under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 1014(a) Authorizing Employment and Retention of Jones Lang LaSalle Americas, Inc. as Real Estate Administrative and Transaction Services Provider to Debtors (Docket No. 996) (the “JLL Retention Application”). In the JLL Retention Application, the Debtors sought authority to retain JLL, a global integrated real estate services provider specializing in facility services, transactional services and lease administration, to perform professional services related to the Debtors’ real estate and real property leases.



7. The specific terms of the Debtors' engagement of JLL were set forth in the Real Estate Services Agreement between Delphi Automotive Systems LLC and Jones Lang LaSalle Americas, Inc., dated September 2, 2005, as amended by that certain First Amendment to Real Estate Services Agreement dated November 9, 2005 (the "Engagement Agreement"), which was attached to the JLL Retention Application. Prior to the Petition Date, JLL advised the Debtors regarding real estate matters, and pursuant to the Engagement Agreement, JLL has expanded the range of administrative and transaction services it provides to the Debtors. This prior experience provided JLL greater familiarity with the Debtors' real estate portfolio and interests and has rendered JLL well qualified to assist the Debtors with the more than 400 parcels of real property that the Debtors own or lease in nearly 40 countries worldwide.

8. On December 1, 2005, this Court entered an Order granting the JLL Retention Application (Docket No. 1385) (the "JLL Order"), retroactive to November 3, 2005.

9. The Debtors have retained JLL upon terms consistent with JLL's general billing practices. In the ordinary course of its business and in similar engagements both inside and outside of bankruptcy, JLL charges its clients a set monthly fee for each professional providing services to such client. JLL does not charge its clients on an hourly basis for the particular tasks its professionals perform, and JLL does not require its professionals to record the specific tasks performed or the amount of time spent on those tasks each day. These billing practices are normal in JLL's industry. As set forth in the Engagement Agreement, JLL is to be compensated for the services of these professionals according to the following formula:



Jones Lang LaSalle will be entitled to a fee for Administrative Services in an amount equal to the sum of: (i) the cost of salary of all Administrative Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overheard allocation and profit factor equal to seventy-five (75%) percent for Administrative Services Account Personnel of (i) above.

and

Jones Lang LaSalle will be entitled to a fee for Transaction Services Account Personnel in an amount equal to the sum of: (i) the cost of salary of all Transaction Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overheard allocation and profit factor equal to fifty-five (55%) percent for Transaction Services Account Personnel of (i) above.

Engagement Agreement ¶¶ IA, IIA.

10. In addition to the compensation structure outlined above, as set forth in Section 6.4(B) of the Engagement Agreement, the parties have agreed that JLL will be entitled to additional compensation related to maintenance of the Delphi+ Lease Administration System, a proprietary lease administration database that permits JLL to manage the Debtors' worldwide owned and leased real property portfolio. As set forth in Section 6.4(B), the fee for the Delphi+ Lease Administration System is eighteen thousand Dollars (\$18,000) per annum (the "Lease Administration Fee"). Although the Engagement Agreement does not specify the timing of such payment, for ease of administration, JLL has invoiced the Debtors as part of its request for payment of monthly compensation at a rate \$1,500 per month (1/12<sup>th</sup> of \$18,000), and, as part of this Second Interim Application, JLL seeks allowance and payment of the Lease Administration Fees for February, March, April and May of 2006 totaling \$6,000.00.

### **RELIEF REQUESTED**

11. By this Second Interim Application, JLL requests that the Court allow, on an interim basis, compensation of \$226,598.36 (including the \$6,000.00 Lease Administration Fees



described above) for professional services rendered by JLL to the Debtors during the Application Period and reimbursement of expenses totaling \$11,066.58 in connection therewith.

12. As contemplated by the Engagement Agreement, JLL has provided administrative and transaction management services relating to the Debtors' substantial real estate and lease portfolios in the United States and throughout the world. During the Application Period, JLL has supplied eight professionals who have dedicated their time during the Application Period to providing the Debtors with comprehensive services concerning the Debtors' domestic and international leases and real property.<sup>1</sup>

13. The professional services provided by JLL's professionals to the Debtors during the Application Period generally fall within two categories: (i) the analysis and administration of the Debtors' leases; and (ii) the investigation, analysis and management of the Debtors' potential new real estate sale, purchase and lease transactions. Services rendered by JLL's professionals in each category have been essential to the Debtors' administration of their bankruptcy estates.

#### **Lease Administration Services**

14. During the Application Period, JLL has assisted the Debtors in tracking, analyzing and managing the Debtors' active lease portfolio. Specifically, JLL's services have included: abstracting and interpreting commercial lease documents; performing a detailed analysis of the Debtors' rental obligations under their leases; processing payments in satisfaction of the Debtors' various lease obligations; billing and collecting on account of third-party tenant obligations to the Debtors; communicating with various landlords and tenants on behalf of the Debtors; assisting with the resolution of outstanding rent issues and other administrative landlord/tenant issues arising in the Debtors' bankruptcy cases; reviewing annual landlord

---

<sup>1</sup> One of JLL's professionals, Eric Zhang, replaced JLL professional Joel Chia effective March 1, 2006.



reconciliation statements and calculations to ensure accuracy and lease compliance; and entry and management of data concerning lease documents and accounts.

15. During the Application Period, Janice Lannoo and Lois Jankow performed the above-described lease administration services on behalf of JLL. Each rendered services exclusively to the Debtors throughout the Application Period, and each is located at the Debtors' Troy, Michigan headquarters on a full-time basis.

***Janice Lannoo*** serves as a Lease Analyst at the Debtor's headquarters in Troy, Michigan. Ms. Lannoo is a graduate of the Detroit Business Institute and has 11 years of experience in the field of commercial real estate lease administration and analysis. Ms. Lannoo previously worked in the real estate department of a large trucking company, and has expertise in areas of abstracting, auditing, accounts payable, utilities and property tax obligations, generating rent payments and performing annual landlord reconciliations and performed services for the Debtors prior to the bankruptcy filing.

***Lois Jankow*** also serves as a Lease Analyst at the Debtor's headquarters in Troy, Michigan. Ms. Jankow is a Senior Lease Administrator with a degree in Accounting from Oakland University. Ms. Jankow has over 13 years in the field of real estate lease administration. Prior to joining JLL, Ms. Jankow served as an Assistant Controller- Real Estate Department, for Central Transport, Inc. and was Supervisor of Accounts Payable- Real Estate Accounting, at Kmart Corporation and provided services to the Debtors prior to the Debtors' bankruptcy filing.

#### **Transaction Management Services**

16. JLL also provided extensive real estate transaction management services to the Debtors during the Application Period, dedicating five professionals on four continents to



investigate and, to the extent advisable, pursue advantageous sale, purchase and leasing opportunities for the Debtors. In connection therewith, JLL's professionals undertook the following tasks: leading the site selection process for new leased and owned facilities; leading the negotiation process for new lease and purchase transactions with landlords; collaborating with the Debtors' in-house and outside legal counsel to draft and revise legal documentation for the real estate transactions into which the Debtors have sought to enter; finding and managing third-party real estate brokers; managing the entry into new license agreements, easements, and other real estate related matters, as well as renewals of the same; and coordinating the Debtors' portfolio management efforts with personnel in the Debtors' Facilities Services Group (FSG), environmental services, and business divisions.

17. Throughout the Application Period, the following JLL professionals provided transaction management services to the Debtors: Clifton Chauncey Hitchcock (Debtors' Troy, Michigan Headquarters); Jas Lozinski (Debtors' offices in Luton, Bedfordshire, United Kingdom); Kim Robinson (Debtors' offices in Luton, Bedfordshire, United Kingdom) and Joel Chia (Debtors' offices in Singapore); Monica Lee (Debtors' offices in Sao Paulo, Brazil) and Eric Zhang (Debtors' offices in Shanghai, China).<sup>2</sup> A description of the respective experience and areas of expertise of the JLL professionals follows:

*Clifton Chauncey Hitchcock* served as a Transaction Manager at the Debtors' headquarters in Troy, Michigan.<sup>3</sup> Mr. Hitchcock graduated with honors from the Michigan State University - Detroit College of Law in 2000. He has managed leasing activity in the Detroit

---

<sup>2</sup> Due to the scope of the services required by the Debtors in the South American region, JLL has agreed, as a financial accommodation to the Debtors, to provide the professional services of Monica Lee on a non-exclusive basis for a flat monthly fee of \$3,000.

<sup>3</sup> Mr. Hitchcock has resigned from JLL and will no longer provide services to the Debtors. Effective July 1, 2006, JLL professional Brian Collins has replaced Mr. Hitchcock at the Debtors' Troy, Michigan headquarters and will provide services to the Debtors that include those professional services previously provided by Mr. Hitchcock.



metropolitan area for three years and has considerable experience with termination and renegotiation of leases. In addition, he has experience performing real-estate transaction due diligence. Prior to becoming a Transaction Manager at JLL, Mr. Hitchcock has held positions as a leasing manager, a city planning commissioner, a litigation attorney and a judicial law clerk.

***Jas Lozinski*** serves as the European Real Estate Manager for the Debtors at their Luton, Bedfordshire, England location. Mr. Lozinski provides services to the Debtors with respect to real estate transactions throughout Europe. With more than 19 years of experience, his credentials extend to consolidation, site selection and consultancy throughout Europe, with special expertise in automotive and manufacturing projects. Mr. Lozinski earned his degree in Valuation and Estate Management at Bristol University, Bristol, England.

***Joel Chia*** served as a Transaction Manager to the Debtors from February 1 through February 28, 2006. Mr. Chia was based in Singapore, where he provided services to the Debtors with respect to real estate transactions and potential real estate transactions throughout Asia. Mr. Chia earned a Bachelor of Civil Engineering degree with honors from National University of Singapore and has more than ten years experience in the property development and construction industry.

***Eric Zhang*** was retained by JLL on March 1, 2006 to replace Joel Chia as Transaction Manager to the Debtors. Mr. Zhang has provided transaction management services to the Debtors with respect to real estate transactions throughout Asia and Australia. Mr. Zhang is headquartered in Shanghai, China. Mr. Zhang holds a Bachelors Degree in Engineering and a Masters Degree in Land Economy. He has more than six years of experience in the field of real estate within the Asian-Pacific market. His experience includes real estate market analysis, research reports, development, feasibility, valuation and investment studies and undertaking real



estate selection, acquisition and disposition, financial review of real estate transactions and real estate transaction contract negotiations.

**Kim Robinson** was retained by JLL on May 1, 2006 to serve as Transaction Coordinator to assist the European Real Estate Manager, Jas Lozinski, in providing services to the Debtors with respect to the Debtors' many real estate transactions throughout Europe. Ms. Robinson has 15 years experience in IT software managing relationships in various sales and marketing roles and works with the Debtors' European Facilities Group.

**Monica Lee** was retained by JLL on April 1, 2006 to serve as a Transaction Manager for the Debtors at their Sao Paulo, Brazil location. Ms. Lee provides professional advisory and transactional services to the Debtors with respect to transactions throughout South America. Prior to joining JLL, Ms. Lee worked in a similar capacity for Colliers International. Ms. Lee is a registered Real Estate Broker (CRECI). In addition, Ms. Lee is assisted in her duties by Ms. Sueli Nagata. Pursuant to the terms of the Engagement Agreement, JLL does not seek additional compensation for the services rendered by Ms. Nagata at this time.

For the convenience of the Court and parties in interest, a summary of the professionals rendering services to the Debtors throughout the Application Period follows:

PROFESSIONAL	POSITION	LOCATION	EXPERIENCE	MONTHLY COMPENSATION	TOTAL COMPENSATION (APPLICATION PERIOD)
Clifton Chauncey Hitchcock	Transaction Manager	Troy, Michigan	3 years experience; Law Degree	\$9,041.67	\$36,166.68
Jas Lozinski	Transaction Manager	Luton, Bedfordshire, United Kingdom	19 years experience; Valuation & Estate Management Decree	\$22,419.17	\$89,676.68
Joel Chia	Transaction Manager	Singapore	10 years experience; Civil Engineering Degree	\$6,491.91	\$6,491.91



PROFESSIONAL	POSITION	LOCATION	EXPERIENCE	MONTHLY COMPENSATION	TOTAL COMPENSATION (APPLICATION PERIOD)
Eric Zhang	Transaction Manager	Shanghai, China	6 years experience; Bachelors Degree in Engineering; Masters Degree in Land Economy	\$6,491.91	\$19,475.73
Monica Lee	Transaction Manager	Sao Paulo, Brazil	10 years experience in the real estate market; Degree in Architecture and Urban Design	\$3,000.00	\$6,000.00
Kim Robinson	Transaction Coordinator	Luton, Bedfordshire, United Kingdom	15 years experience in various sales and marketing roles	\$3,287.36	\$3,287.36
Lois Jankow	Lease Analyst	Troy, Michigan	11 years experience	\$8,750.00	\$35,000.00
Janice Lannoo	Lease Analyst	Troy, Michigan	13 years experience; Bachelor of Science Degree in Accounting	\$6,125.00	\$24,500.00
<b>TOTAL:</b>					<b>\$220,598.36</b>

18. In connection with JLL's engagement by the Debtors, a number of other JLL professionals have dedicated time and provided professional services to the Debtors during the Application Period. However, based on the terms of the Engagement Agreement, JLL is not seeking any additional compensation for services rendered by these JLL professionals.

19. In connection with the professional services JLL has provided to the Debtors, JLL has incurred travel-related expenses totaling \$4,563.20 for which JLL seeks reimbursement. A summary description of the expenses incurred by each professional and the amount of each of the expense categories is provided below.<sup>4</sup>

<sup>4</sup> Mr. Lozinski works with the Debtors in the United Kingdom. The expenses incurred by Mr. Lozinski in February 2006 were converted from British Pounds using the prevailing exchange rate of \$1.748 (U.S.) to the British Pound as of the time these expenses were invoiced. JLL understands the current exchange rate to be above \$1.748.



SUMMARY OF EXPENSE STATEMENTS			
PROFESSIONAL	DATE	TYPE OF EXPENSE	AMOUNT
Clifton Chauncey Hitchcock	February 2006	Hotel Accommodations/Meals	\$133.66
Jas Lozinski	February 2006	Airfare	\$1,781.39
Jas Lozinski	February 2006	Local Transportation/Parking	\$276.78
Jas Lozinski	February 2006	Hotel Accommodations	\$122.81
Jas Lozinski	March 2006	Airfare	\$1,394.47
Jas Lozinski	March 2006	Hotel Accommodations/Meals	\$244.14
Jas Lozinski	March 2006	Local Transportation	\$32.16
Monica Lee	April 2006	Travel	\$282.42
Monica Lee	May 2006	Travel	<u>\$295.37</u>
		<b>TOTAL:</b>	<b>\$4,563.20</b>

20. In connection with the discharge of its duties to the Debtors, and in order to comply with the disclosure, reporting and application requirements imposed upon JLL in this case by the Bankruptcy Code, the JLL Order and the Compensation Orders, JLL has retained Joseph Frank, Jeremy Kleinman and the law firm of Frank/Gecker LLP (“F/G”) as its counsel. In connection with this engagement, F/G has rendered services to JLL that have included: assisting JLL with drafting the documents necessary to support JLL’s retention in the Debtor’s case, preparing monthly statements of interim compensation and reimbursement of expenses; preparing JLL’s first interim application for compensation; advising JLL regarding the protection of confidential information relating to the services rendered and expenses incurred in connection therewith; communicating with the Debtors’ attorneys and/or the Court-appointed Fee Review Committee (the “FRC”) and the preparation of a quarterly budget for intended submission to the FRC. These services were primarily rendered by attorneys Joseph Frank and Jeremy Kleinman and paralegal Christina Carpenter. Mr. Frank is a partner at F/G and has 13 years of experience in the field of bankruptcy law. His customary billing rate is \$500.00 per hour. Jeremy Kleinman



is an associate at F/G with six years of experience in the field of bankruptcy law. Mr. Kleinman's customary billing rate is \$300.00 per hour. Ms. Carpenter's customary billing rate is \$145.00. Detailed invoices demonstrating the services rendered to JLL in order to assist JLL in the discharge of its duties are attached hereto as **Group Exhibit E**.

21. A chart demonstrating the time spent by each F/G attorney rendering services to JLL through May 31, 2006 is as follows:

<b>SUMMARY OF INCIDENTAL LEGAL EXPENSES THROUGH MAY 31, 2006</b>			
<b><u>Professional</u></b>	<b><u>Billing Rate</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Amount</u></b>
Joseph D. Frank	\$500.00	5.90	\$2,950.00
Jeremy C. Kleinman	\$300.00	30.90	\$9,270.00
Christina Carpenter	\$145.00	<u>2.40</u>	<u>\$348.00</u>
<b>TOTAL</b>		<b>39.20</b>	<b>\$12,568.00</b>

22. In addition, JLL reimbursed F/G for the following expenses:

<b>SUMMARY OF EXPENSE STATEMENTS</b>		
<b>DATE</b>	<b>TYPE OF EXPENSE</b>	<b>AMOUNT</b>
February 28, 2006	Local Transportation	\$16.00
February 28, 2006	Overnight Mail Delivery	\$103.75
March 31, 2006	Overnight Mail Delivery	\$56.84
April 4, 2006	Postage	\$0.63
April 4, 2006	Overnight Mail Delivery	\$37.18
April 28, 2006	Overnight Mail Delivery	\$118.76
May 31, 2006	Overnight Mail Delivery	<u>\$105.59</u>
<b>TOTAL</b>		<b>\$ 438.75</b>

JLL has paid F/G not less than \$13,006.75 for bankruptcy counsel services rendered during the Application Period that have been incidental to JLL's obligations as the real estate administrative and transaction services provider to the Debtors. As an accommodation, JLL has agreed to seek reimbursement of only one-half, or \$6,503.38, of this amount.



23. This Second Interim Application has been prepared in accordance with the Compensation Orders, this Court's Administrative Orders, dated June 24, 1991 and April 21, 1995, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated January 30, 1996.

24. All services for which JLL requests compensation were performed for the Debtors and not on behalf of any other person or entity.

25. The professional services and related expenses for which JLL requests interim allowance of compensation and reimbursement were rendered in connection with the case and such services and expenses have been necessary and beneficial to the Debtors, their estates, creditors and other parties in interest.

26. In connection with the transaction management services provided by JLL to the Debtors, JLL has earned success fees and commissions from certain third parties with whom the Debtors have entered into real estate leases in the United States and Mexico, to be paid over time. These fees and commissions total \$37,552.89, of which \$12,988.55 shall be paid to the Debtors pursuant to the "Revenue Sharing" provisions set forth in Section II G of Exhibit B to the Engagement Agreement.

27. JLL has received no payment and no promise of payment from any source for the services of the professionals referenced above in connection with this case, except as disclosed herein. In addition, other than as permitted under section 504(b)(1) of the Bankruptcy Code, there is no agreement or understanding between JLL and any other person or entity for the sharing of compensation to be received for services rendered in these cases.



28. Prior to the filing of this Second Interim Application, JLL served four statements of monthly interim compensation and expenses covering the time period of February 1, 2006 through May 31, 2006. Detailed descriptions of these statements follow.

29. On March 31, 2006, JLL served its Statement of Monthly Compensation and Expenses for professional services rendered to the Debtors during the time period of February 1, 2006 through February 28, 2006 (the "February Statement"), reflecting total fees due in the amount of \$54,327.75 and total expenses due in the amount of \$2,314.64. A copy of the February Statement is attached hereto as **Exhibit A**.

30. On April 28, 2006, JLL served its Statement of Monthly Compensation and Expenses for professional services rendered to the Debtors during the time period of March 1, 2006 through March 31, 2006 (the "March Statement"), reflecting total fees in the amount of \$54,327.75 and total expenses due in the amount of \$1,670.77. A copy of the March Statement is attached hereto as **Exhibit B**.

31. On May 31, 2006, JLL served its Statement of Monthly Compensation and Expenses for the time period April 1, 2006 through April 30, 2006 (the "April Statement") requesting fees in the amount of \$57,327.75 and expenses due in the amount of \$282.42. A copy of the April Statement is attached hereto as **Exhibit C**.

32. On June 30, 2006, JLL served its Statement of Monthly Compensation and Expenses for the time period May 1, 2006 through May 31, 2006 (the "May Statement") requesting fees in the amount of \$60,615.11 and expenses due in the amount of \$295.37. A copy of the May Statement is attached hereto as **Exhibit D**.

33. Therefore, JLL has previously requested and received the following amounts on account of services rendered during the Application Period:



<b><u>SUMMARY OF FEE STATEMENTS</u></b>					
		<b>REQUESTED</b>		<b>PAID</b>	
<b>Date Served</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
03/31/06	02/01/06 – 02/28/06	\$54,327.75	\$2,314.64	\$41,653.87 <sup>5</sup>	\$2,314.64
04/28/06	03/01/06 – 03/31/06	\$54,327.75	\$1,670.77	\$43,462.20	\$1,670.77
05/31/06	04/01/06 – 04/30/06	\$57,327.75	\$282.42	\$45,862.20	0.00
06/30/06	05/01/06 – 05/31/06	\$60,615.11	\$295.37	0.00 <sup>6</sup>	0.00
<b>TOTAL:</b>		<b>\$226,598.36</b>	<b>\$4,563.20</b>	<b>\$130,978.27</b>	<b>\$3,985.41</b>

34. The above-referenced payments were made pursuant to this Court's Compensation Orders and remain subject to this Court's review in connection with the present Application and any final application filed by JLL. JLL has been advised that pursuant to the Fourth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, JLL will receive one half of the funds held back and retained by the Debtors for all periods ended on or before May 31, 2006. As of the date hereof, JLL has not yet received such funds

35. JLL has today served this Second Interim Application upon all parties referenced in the Compensation Orders. The services for which JLL now seeks compensation have been essential to the administration of the Debtors' estates and have provided substantial benefits to the Debtors and their creditors.

WHEREFORE, for all of the foregoing reasons, JLL respectfully requests that the Court enter an order (i) allowing JLL the sum of \$226,598.36 in fees and expenses of \$11,066.58 for

<sup>5</sup> The Applicant has not yet received the full interim amount to which it is entitled for services rendered during February, 2006. The Debtors are withholding \$1,808.33 pending ruling on the First Interim Application.

<sup>6</sup> As of the date hereof, JLL has not received any amounts due as interim monthly compensation for the period from May 1, 2006 through May 31, 2006. No party has objected to the allowance of such fees. Therefore, JLL anticipates that it will receive additional monthly compensation in the amount of \$48,492.09 and reimbursement of costs in the amount of \$295.37.



the period of February 28, 2006 through May 31, 2006; (ii) authorizing the Debtors to pay to JLL the sum of \$102,701.26 representing the amounts remaining due after application of payments received to date; and (iii) granting such other and further relief as this Court deems just and proper.

Dated: July 31, 2006

JONES LANG LASALLE AMERICAS, INC.

By:           /s/ Joseph D. Frank          

Joseph D. Frank (JF-6085)  
Jeremy C. Kleinman (JK 0080)  
FRANK/GECKER LLP  
325 North LaSalle Street, Suite 625  
Chicago, Illinois 60610  
(312) 276-1400 – telephone  
(312) 276-0035 – facsimile  
Counsel to Jones Lang LaSalle Americas, Inc.